

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 60<sup>th</sup> Annual General Meeting of the Company (“AGM”) will be convened and held by electronic means on Wednesday, 27 April 2022 at 12:15 p.m. to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 together with the Auditor's Report. **Resolution 1**
2. To declare a first and final tax exempt (one-tier) dividend of 3.5 cents per ordinary share for the financial year ended 31 December 2021. **Resolution 2**
3. To approve Directors' fees of \$697,503 for the financial year ended 31 December 2021. **Resolution 3**
4. To re-elect Dr Wee Cho Yaw, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company. **Resolution 4**
5. To re-elect Mr Lance Yu Gokongwei, who retires by rotation pursuant to Article 94 of the Company's Constitution, as Director of the Company. **Resolution 5**
6. To re-elect Mr Peter Sim Swee Yam, who retires pursuant to Article 100 of the Company's Constitution, as Director of the Company. **Resolution 6**
7. To re-elect Ms Ng Shin Ein, who retires pursuant to Article 100 of the Company's Constitution, as Director of the Company. **Resolution 7**
8. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

9. That authority be and is hereby given to the Directors of the Company to issue: **Resolution 9**
  - (i) shares of the Company (“Shares”);
  - (ii) convertible securities;
  - (iii) additional convertible securities issued pursuant to adjustments made in accordance with the listing manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) for the time being in force (the “Listing Manual”) (notwithstanding the authority conferred by this Resolution may have ceased to be in force, provided that the adjustment does not give the holder a benefit that a shareholder does not receive); or
  - (iv) Shares arising from the conversion of the securities in (ii) and (iii) above (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

(whether by way of rights, bonus, or otherwise or pursuant to any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require Shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit,

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provided that:

- (a) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution (including Shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), provided that the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding treasury shares)(as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such other manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
  - (1) any new Shares arising from the conversion or exercise of convertible securities;
  - (2) any new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual; and
  - (3) any subsequent bonus issue, consolidation or subdivision of Shares;such that adjustments in accordance with sub-paragraphs (1) and (2) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (c) in exercising the authority conferred by this Resolution, the Company complies with the Listing Manual (unless such compliance has been waived by the SGX-ST) and the Constitution of the time being of the Company; and
- (d) such authority shall, unless revoked or varied by the Company at a general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

10. That the Directors be and are hereby authorised pursuant to Section 161 of the Companies Act 1967, to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the Singapore Land Group Limited Share Option Scheme (the "Scheme"), provided that the aggregate number of Shares to be issued pursuant to the Scheme shall not exceed 5% of the total number of issued Shares (excluding treasury shares) from time to time.

**Resolution 10**

By Order of the Board

**Teo Hwee Ping**  
Company Secretary  
Singapore, 6 April 2022

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## NOTES TO RESOLUTIONS

1. In relation to Resolution 4, Dr Wee Cho Yaw will, upon re-election, continue as Chairman of the Board of Directors. He is considered a Non-Executive and Non-Independent Director. He is the Chairman of UOL Group Limited, a substantial shareholder of the Company, the father of Mr Wee Ee Lim, a Non-Executive and Non-Independent Director of the Company, and grandfather of Mr Eu Zai Jie, Jonathan, the Chief Executive Officer of the Company.
2. In relation to Resolution 5, Mr Lance Yu Gokongwei will, upon re-election, continue as a Director and a Member of the Audit Committee. He is considered a Non-Executive and Non-Independent Director.
3. In relation to Resolution 6, Mr Peter Sim Swee Yam will, upon re-election, continue as a Director, Chairman of the Nominating Committee and Member of the Remuneration Committee. He is considered a Non-Executive and Independent Director.
4. In relation to Resolution 7, Ms Ng Shin Ein will, upon re-election, continue as a Director. She is considered a Non-Executive and Independent Director.

Please refer to the sections entitled "Board of Directors" and "Additional Information on Directors Seeking Re-election" in the Annual Report 2021 for information on the above Directors seeking re-election.

5. Resolution 9 is to authorise the Directors, from the date of this AGM until the date of the next Annual General Meeting is held or required by law to be held, whichever is earlier (unless such authority is revoked or varied at a general meeting), to issue Shares and to make or grant convertible securities, and to issue Shares in pursuance of such convertible securities, without seeking any further approval from shareholders at a general meeting, up to a number not exceeding 50% of the total number of issued Shares (excluding treasury shares) (calculated as described), provided that the total number of issued Shares and convertible securities which may be issued other than on a pro rata basis to shareholders does not exceed 20% of the total number of issued Shares (excluding treasury shares)(calculated as described). For the purpose of determining the aggregate number of issued Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated as described.
6. In relation to Resolution 10, the Scheme was formerly known as the "United Industrial Corporation Limited Share Option Scheme". Resolution 10 is to authorise the Directors to issue shares pursuant to the exercise of share options granted under the Scheme, which expired on 17 May 2021. All share options not exercised within ten years from the date of grant will expire.

## IMPORTANT NOTES

In view of the current COVID-19 situation and the related safe distancing measures in Singapore, the Company will be conducting the AGM wholly by electronic means pursuant to the COVID-19 (Temporary Measures)(Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Shareholders of the Company ("Members") should take note of the following AGM arrangements:

- (1) **Attendance in Person:** As a precautionary measure in view of the current COVID-19 situation, Members will not be able to attend the AGM in person. Members may participate at the AGM by (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream; (ii) submitting questions in advance of the AGM; and/or (iii) appointing the Chairman of the AGM as proxy to attend and vote on their behalf at the AGM.
- (2) **Pre-registration:** To participate at the AGM, Members are required to register at <https://online.meetings.vision/singland-agm-registration> by 12.15 p.m. on 24 April 2022 to enable the Company to verify their membership. Once verified, authenticated Members will receive an email by 26 April 2022 containing directions and a link to participate at the AGM. Members who do not receive an email by 26 April 2022 but have registered by 12:15 p.m. on 24 April 2022 should contact our share registrar, KCK CorpServe Pte Ltd at 64308217 or [slg-agm@kckcs.com.sg](mailto:slg-agm@kckcs.com.sg).

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- (3) **Submission of proxy form:** Members will only be able to vote at the AGM by appointing the Chairman as proxy to vote on their behalf. The proxy form for the AGM is accessible on the Company's website at <https://singaporeland.com/investor-relations/annual-general-meeting> and on the SGX website at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements). A Member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Duly completed proxy forms must be deposited (i) by email to [proxyform@trustedservices.com.sg](mailto:proxyform@trustedservices.com.sg); (ii) by post to 456 Alexandra Road #14-01, Fragrance Empire Building, Singapore 119962, by 12:15 p.m. on 24 April 2022 (being 72 hours before the time appointed for holding the AGM); or (iii) through the pre-registration website at <https://online.meetings.vision/singland-agm-registration>. In view of the current COVID-19 situation, Members are strongly encouraged to submit completed proxy forms electronically via email to [proxyform@trustedservices.com.sg](mailto:proxyform@trustedservices.com.sg) or through the pre-registration website at the URL provided above to ensure that they are received by the Company by the stipulated deadline. Submission by a Member of a valid proxy form appointing the Chairman of the AGM as proxy by 12:15 p.m. on 24 April 2022 will supersede any previous proxy form appointing a proxy(ies) submitted by that Member.

- (4) **Voting by Relevant Intermediary Shareholders:** CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM in order to allow sufficient time for their respective intermediaries to submit a proxy form to the Company no later than 12:15 p.m. on 24 April 2022 to appoint the Chairman of the AGM to vote on their behalf.

- (5) **Submission of Questions:** Authenticated Members may submit questions related to the resolutions to be tabled for approval at the AGM by 12:15 p.m. on 14 April 2022 either via:

- (a) email to the Company Secretary at [agm.slg@singaporeland.com](mailto:agm.slg@singaporeland.com); or
- (b) by post to 24 Raffles Place #22-01/06 Clifford Centre Singapore 048621 (Attention: The Company Secretary).

The Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) submitted in advance of the AGM pursuant to this paragraph 5 by publishing the answers on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) on or before 12:15 p.m. on 21 April 2022.

Where substantially similar questions are received, the Company reserves the right to consolidate such questions before responding. The Minutes of the AGM will include all responses to questions addressed.

AGM-related documents are available on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements). Members may request for printed copies of the 2021 Annual Report by completing and submitting the Request Form accompanying this Notice.

Due to the constantly evolving COVID-19 outbreak, the Company may be required to change its AGM arrangements at short notice. Members are advised to check the Company's corporate website regularly for updates on the AGM. For more information, Members may refer to the FAQs on the Company's corporate website at <https://singaporeland.com/investor-relations/annual-general-meeting/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

## RECORD DATE AND DIVIDEND PAYMENT DATE

Subject to Members' approval being obtained for the proposed First and Final cash dividend (one-tier tax exempt) of 3.5 cents per ordinary share for the financial year ended 31 December 2021, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 p.m. on 6 May 2022 ("Record Date"), for the preparation of dividend warrants, and will be paid on 27 May 2022.

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Duly completed transfers of shares received by the Company's Share Registrar, Messrs KCK CorpServe Pte Ltd at 24 Raffles Place #07-07 Clifford Centre, Singapore 048621 up to 5.00 p.m. on the Record Date will be registered to determine Members' entitlements to the proposed dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the proposed dividend.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM as proxy to attend and vote at the AGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of that Member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Pursuant to Rule 720(6) of the Listing Manual, the information relating to Dr Wee Cho Yaw, Mr Lance Yu Gokongwei, Mr Peter Sim Swee Yam and Ms Ng Shin Ein all of whom are seeking re-election as Directors at the 60<sup>th</sup> Annual General Meeting of the Company, is set out below and is to be read in conjunction with their respective biographies on pages 10 to 18 of this report:

Director	Wee Cho Yaw	Lance Yu Gokongwei	Peter Sim Swee Yam	Ng Shin Ein
Date of appointment	26.6.1992	28.05.1999	30.6.2021	1.1.2022
Date of last re-appointment (if applicable)	10.6.2020	10.6.2020	–	–
Age	93	55	66	47
Country of principal residence	Singapore	Philippines	Singapore	Singapore
The Board's comments on this re-election	Dr Wee Cho Yaw has the requisite experience and capability to be re-elected as Director.	Mr Lance Yu Gokongwei has the requisite experience and capability to be re-elected as Director.	Mr Peter Sim Swee Yam has the requisite experience and capability to be re-elected as Director.	Ms Ng Shin Ein has the requisite experience and capability to be re-elected as Director.
Whether appointment is executive and if so, the area of responsibility	Non-Executive	Non-Executive	Non-Executive	Non-Executive
Job Title	Chairman, Non-Executive and Non-Independent Director	Non-Executive and Non-Independent Director; Member of Audit Committee	Non-Executive and Independent Director; Chairman of Nominating Committee and Member of Remuneration Committee	Non-Executive and Independent Director

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Director	Wee Cho Yaw	Lance Yu Gokongwei	Peter Sim Swee Yam	Ng Shin Ein
Professional qualifications	Please refer to page 10 of the Annual Report	Please refer to page 11 of the Annual Report	Please refer to page 16 of the Annual Report	Please refer to page 18 of the Annual Report
Working experience and occupation(s) during the past 10 years	Please refer to page 10 of the Annual Report	Please refer to page 11 of the Annual Report	Please refer to page 16 of the Annual Report	Please refer to page 18 of the Annual Report
Shareholding interest in the Company and its subsidiaries	Please refer to page 167 of the Annual Report	NIL	NIL	NIL
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the Company and/or substantial shareholder of the Company or any of its principal subsidiaries	Dr Wee Cho Yaw is the Chairman of UOL Group Limited, a substantial shareholder of the Company, and the father of Mr Wee Ee Lim, a Non-Executive and Non-Independent Director of the Company and grandfather of Mr Eu Zai Jie, Jonathan, the Chief Executive Officer of the Company.	No	No	No
Conflict of interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the Company	Yes	Yes	Yes	Yes
Other Principal Commitments including Directorships	Please refer to page 10 of the Annual Report.	Please refer to page 11 of the Annual Report.	Please refer to page 16 of the Annual Report.	Please refer to page 18 of the Annual Report.

Each of Dr Wee Cho Yaw, Mr Lance Yu Gokongwei, Mr Peter Sim Swee Yam and Ms Ng Shin Ein has confirmed that his or her answer to each of the questions set out under the section titled "Information Required" in Appendix 7.4.1 of the Listing Manual is in the negative:

- (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or her or against a partnership of which he or she was a partner at the time when he or she was a partner or at any time within 2 years from the date he or she ceased to be a partner?

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- (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he or she was a director or an equivalent person or a key executive, at the time when he or she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he or she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?
- (c) Whether there is any unsatisfied judgement against him or her?
- (d) Whether he or she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he or she is aware) for such purpose?
- (e) Whether he or she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he or she is aware) for such breach?
- (f) Whether at any time during the last 10 years, judgement has been entered against him or her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his or her part, or he or she has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his or her part?
- (g) Whether he or she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?
- (h) Whether he or she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?
- (i) Whether he or she has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body permanently or temporarily enjoining him or her from engaging in any type of business practice or activity?
- (j) Whether he or she has ever, to his knowledge been concerned with the management of conduct, in Singapore or elsewhere, of the affairs of:–
  - (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or
  - (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or
  - (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trust in Singapore or elsewhere; or
  - (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he or she was so concerned with the entity or business trust?
- (k) whether he or she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?